

BALL JANIK LLP

A T T O R N E Y S

1455 F STREET, NW, SUITE 225
WASHINGTON, D C 20005

TELEPHONE 202-638-3307
FACSIMILE 202-783-6947

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

RECORDATION NO. 20335-A FILED

APR 5 '00

1:53 PM

SURFACE TRANSPORTATION BOARD

lgitomer@bjllp.com

April 5, 2000

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Full Termination of Security Agreement, a secondary document, dated as of March 16, 2000. The primary document to which this is connected is recorded under Recordation No. 20335. We request that one copy of this document be recorded under Recordation No. 20335-A.

The name and address of the party to the Full Termination of Security Agreement is:

Lender:

National Bank of Canada
5100 Town Center Circle, Suite 430
Boca Raton, FL 33486

A description of the equipment covered by the Full Termination of Security Agreement consists of four GP-7M locomotives numbered MKT 91, 105, 113, and 118; and one caboose numbered 999423.

A fee of \$ 26.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

BALL JANIK LLP

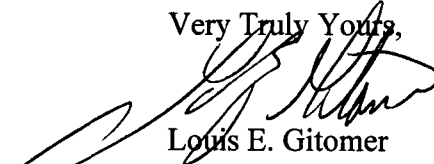
Honorable Vernon A. Williams

April 5, 2000

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A short summary of the document to appear in the index follows: a Full Termination of Security Agreement by National Bank of Canada, 5100 Town Center Circle, Suite 430, Boca Raton, FL 33486, covering four GP-7M locomotives numbered MKT 91, 105, 113, and 118; and one caboose numbered 999423.

Very Truly Yours,



A handwritten signature in black ink, appearing to read 'Louis E. Gitomer', is written over the typed name. The signature is fluid and cursive, with a long horizontal stroke extending to the left.

Louis E. Gitomer

Enclosures

APR 5 '00

1:53 PM

FULL TERMINATION OF SECURITY AGREEMENT SURFACE TRANSPORTATION BOARD

This Full Termination of Security Agreement is made as of MARCH 16, 2000 by **National Bank of Canada**, a Canadian chartered bank ("Lender") in favor of **West Texas and Lubbock Railroad Company, Inc.**, a Texas corporation ("Borrower").

RECITALS

A. Pursuant to a Loan Agreement dated as of October 21, 1996 (the "Loan Agreement") between Lender and Borrower, Lender has agreed to loan to Borrower monies (the "Loan"). To secure payment of the Loan and certain other amounts, Borrower has executed and delivered to Lender a Security Agreement pursuant to which Borrower assigned, granted and pledged to Lender a security interest in Collateral as defined in the Security Agreement.

B. The Security Agreement was recorded in the office of the Surface Transportation Board in Washington, D.C. on October 28, 1996 at 2:05 PM under Recordation Number 20335.

C. Borrower has made payment in full of its Obligations, as defined in the Security Agreement, under the Loan. For adequate consideration that has been acknowledged, Lender has agreed to release its security interest in the Collateral covered by the Security Agreement.

NOW THEREFORE, Lender agrees as follows:

1. Lender hereby absolutely and unconditionally terminates the Security Agreement and releases and discharges its security interest and any other rights, title or interest which it may have in the Collateral, including but not limited to, four GP-7M locomotives numbered MKT 91, 105, 113, and 118; and one caboose numbered 999423.

2. Lender agrees that it will execute, acknowledge and deliver such further releases, termination statements, assignments and other further assurances pursuant to this Full Termination of Security Agreement as may be requested by the Borrower in order to effectuate the release of the Collateral.

IN WITNESS WHEREOF, Lender has executed this Full Termination of Security Agreement effective as of the date first written above.

NATIONAL BANK OF CANADA, a Canadian
chartered bank

By: 

Michael Bloomenfeld, Vice President

STATE OF FLORIDA)
)
COUNTY OF Palm Beach

On this 16th day of March, 2000, before me personally appeared Michael Bloomenfeld, to me personally known, who being duly sworn, says that he is a Vice President of National Bank of Canada, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation. He is personally known to me ~~or who has produced~~ as identification.

OFFICIAL NOTARIAL SEAL



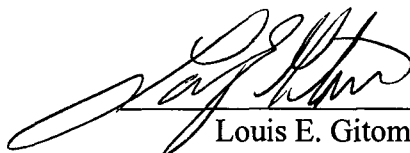
Kathleen C. Myers
Kathleen C. Myers
(type, print, or stamp name)
Notary Public

Commission No. CC 744471

My Commission Expires: 6/13/02

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Full Termination of Security Agreement dated as of March 16, 2000, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
April 5, 2000